

RECORDATION NO. 27888-A  
MAY 07 '10 -10 00 AM

ALVORD AND ALVORD  
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SUITE 301  
WASHINGTON, DC

~~LEASE~~ TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

May 7, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF 98-045), dated as of April 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF 98-045) previously filed with the Board under Recordation Number 27888.

The names and addresses of the parties to the enclosed document are.

Assignor:	RBS Asset Finance, Inc 71 S. Wacker Drive, 28 <sup>th</sup> Floor Chicago, IL 60606
Assignee:	The Fifth Third Leasing Company 38 Fountain Square Plaza Cincinnati, OH 45263

Section Chief  
May 7, 2010  
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A description of the railroad equipment covered by the enclosed document is:

7 pieces of maintenance of way equipment: 2 Caterpillar CMC-312C Magnet Crane CBA04140 and CBA04149, 4 Miller 302-D Diesel Welders LH400201Q, LH400169Q, LH400202Q and LH400203Q, Jackson 6700-SJ Production Switch Tamper 153509.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF 98-045)

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27888-A  
MAY 07 '10 -10 00 AM  
FILED  
SOUTHERN TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF – No. 98)

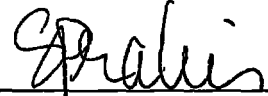
This Memorandum of Lease Assignment, dated as of April 29, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 045, dated as of December 21, 2007 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By 

Name Soula Perakis  
Assistant Vice President

Title \_\_\_\_\_

THE FIFTH THIRD LEASING  
COMPANY, Assignee

By 

Name SCOTT D. KILEY  
Vice President

Title \_\_\_\_\_

State of \_\_\_\_\_ )  
 ) ss:  
County of \_\_\_\_\_ )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 29 day of April, 2010.

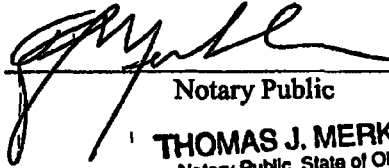


Sarah Sanchez  
Notary Public

State of Ohio )  
County of Hamilton ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared THE FIFTH THIRD LEASING CO, a Ohio corporation (the "Corporation"), by Scott Riley, its VP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cincinnati, OH, this 29 day of April, 2010.

  
Notary Public  
**THOMAS J. MERKLE**  
Notary Public, State of Ohio  
My Commission Expires Dec 16, 2011



**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 045.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 045 is 84 months commencing as of January 15, 2008.
3. **Equipment.** The Equipment covered by Equipment Schedule No. 045 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Caterpillar	CMC-312C	Magnet Crane	CBA04140	X6000281
1	Miller	302-D	Diesel Welder	LH400202Q	X7701866
2	Miller	302-D	Diesel Welder	LH400201Q LH400169Q	X7701864 X7701865
1	Caterpillar	CMC-312C	Magnet Crane	CBA04149	X6000282
1	Miller	302-D	Diesel Welder	LH400203Q	X7701867
1	Jackson	6700-SJ	Production Switch Tamper	153509	X5400459

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/7/10



Robert W Alvord